

**AMENDED AND RESTATED BYLAWS
ROTARY INTERNATIONAL DISTRICT 5440, INC.
Effective June 13, 2025**

ARTICLE 1.

NAME AND AUTHORITY

- 1.1 The name of the organization shall be ROTARY INTERNATIONAL DISTRICT 5440, INC.
- 1.2 The authority for the organization is the Constitution of Rotary International, the State of Wyoming and the Bylaws of Rotary International.

ARTICLE 2.

DEFINITIONS

- 2.1 The following terms, have the meaning as defined in these Bylaws.
 - a. Administrative Secretary - means that Rotarian appointed by the District Governor, who is a paid employee of the District and is responsible for the management of the centralized, permanent office of ROTARY DISTRICT 5440, INC., and for maintaining, among other things, the District's books, records, and other items identified in the District Leadership Plan.
 - b. Board of Directors – The Board of Directors shall be comprised of those Rotarians identified in Article 4, Section 4.3a and fulfill the duties and obligations as set forth in these Bylaws. The Board of Directors is also known as the “Executive Committee.” (*See*, Section 2.m and hh, below.)
 - c. Bylaws of Rotary International – means the Bylaws duly adopted and governing Rotary International.
 - d. Council of Past Governors – The Council of Past Governors shall be comprised of those Rotarians identified in Article 4, Section 4.4 of these Bylaws and fulfill the duties and obligations as set forth therein.
 - e. District Assembly – means that gathering of representatives from the Clubs in the District, who may meet in the Spring and/or Fall for the purpose of hearing speakers, attending and participating in educational and training sessions and to enjoy the fellowship of fellow Rotarians. The emphasis is on instruction and preparation of those Club Presidents, Presidents-Elect, Secretaries, Treasurers, District Officers, and District Committee members for the Rotary Year ahead, following the Guidelines of the Rotary International Bylaws. (*See*, Article 6, Section 6.1.)
 - f. District Audit Committee – means those Rotarians who produce the Annual Statement and Report of District Finances (as defined in the Rotary International Bylaws Section 15) as more fully set forth in Article 5, Sections 5.3 and 5.6 of these Bylaws.
 - g. District Budget Fund – means that sum of money set aside in the District Budget as more fully described in Article 5, Sections 5.1 and 5.5b-d of these Bylaws.

- h. District Bylaws Committee – means those Rotarians identified in Article 10, Section 10.2 of these Bylaws and performing the functions identified in Article 10.
- i. District Committees – means the Standing and *ad hoc* Committees authorized under Article 7 of these Bylaws.
- j. District Conference – means that annual gathering of representatives from Clubs in the District, including, but not limited to: Club President, President-Elect and such other Club members who choose to attend, for the purpose of hearing speakers, attending and participating in educational and training sessions, conducting District business and to enjoy the fellowship of fellow Rotarians. (*See*, Article 6.)
- k. District Contingency and Reserve Fund – means that Fund established and administered under Article 5, Section 5.4 of these Bylaws.
- l. District Designated Funds – means those Funds identified in Article 5, Section 5.6 for the purpose described therein.
- m. District Executive Committee, or “Executive Committee” – means the Board of Directors of this District consisting of those Rotarians identified in Article 4, Section 4.3 of these Bylaws.
- n. District Finance Committee – means that Committee established pursuant to Article 5, Section 5.5a of these Bylaws and responsible for the discharge of the duties and obligations described in Article 5.
- o. District 5440 Foundation – means the Foundation administered by District 5440.
- p. District Financial Report - means the Annual Statement and Report containing the information distributed to the Clubs in the District including but not limited to: the Balance Sheet, Income Statement, District Budget Fund, District Designated Funds and the District Contingency and Reserve Fund. Detailed requirements for the District Financial Report are provided in the District Leadership Plan.
- q. District Governor (“DG”) – means that Rotarian identified, appointed, and performing the functions set forth in Articles 4, 7 and 8 and throughout these Bylaws as the Chief Executive Officer of Rotary District 5440.
- r. District Governor Elect (“DGE”) – means that Rotarian identified, appointed, and performing the functions set forth in Articles 4, Section 4.3a, Article 8 and throughout these Bylaws.
- s. District Governor Nominee (“DGN”)– means that Rotarian appointed and performing the functions set forth in Articles 4, Section 4.3a and Article 8, Sections 8.1 and 8.2 and throughout these Bylaws.
- t. District Governor Designate (“DGD”) – means that Rotarian appointed and performing the functions set forth in Articles 4, Section 4.3a and Article 8, Sections 8.1 and 8.2 and throughout these Bylaws.

- u. District Grant Funds – means those grants of funds to Clubs in the District applying for same from the District for the purpose of funding the Club’s local, national, and international projects, as set forth in Article 4, Section 4.2b and Article 5, Section 5.3b.)
- v. District Leadership Plan – means that document identified in Article 4, Section 4.7 of these Bylaws providing the primary and continuing source of uniform and consistent governance of District 5440.
- w. District Memorandum of Understanding – (*See*, Article 4, Section 4.2b.)
- x. District Nominating Committee - means those Rotarians identified in Article 8, Section 8.1 of these Bylaws and performing the functions set forth therein and the selection of the representative to the Council on Legislation in accordance with the Rotary International Bylaws.
- y. District Officers - means those Rotarians identified in Article 4, Section 4.6 of these Bylaws and having the duties and responsibilities as described therein. (*See also*, Article 7.)
- z. District Protection Officer (DPO) – means a Rotarian in good standing within a club in the District who is charged with the oversight of all protection needs for programs and activities in the District. Duties of the DPO are more fully described in the District Leadership Plan.
- aa. District Reserve Fund – means those Funds allocated in the District Budget for the purpose set forth in Article 5, Section 5.4.
- bb. District Rotary Foundation Committee – means that Committee aligned with the Rotary International Committee, composed of those Rotarians and having responsibility for the duties and obligations set forth in Article 7, Section 7.2b of these Bylaws.
- cc. District Rotary Foundation Committee Chair “DRFCC”– means that Rotarian appointed by The Rotary Foundation. (*See*, Article 4, Section 4.2b and Article 7, Section 7.2b.)
- dd. District Rotary Foundation Subcommittees – means those Subcommittees created by the District Rotary Foundation Committee for the purpose of carrying out the duties and responsibilities set forth on Article 7, Sections 7.1, 7.2b of these Bylaws.
- ee. District Treasurer – means that Rotarian appointed in accordance with Article 4, Section 4.5 of these Bylaws. Duties of the District Treasurer are more fully described in the District Leadership Plan.
- ff. District Trainer – (*See*, Article 4, Section 4.3a.)
- gg. District Training Committee- (*See*, Article 4, Section 4.3a.)
- hh. Executive Committee - means Board of Directors of District 5440 (*See*, Article 2, Sections 2.1b and 2.1m, above.)
- ii. General Secretary – means the General Secretary of Rotary International.

Commented [KM1]: This is also referenced in Voting Section of bylaw, but do we need to also charge the Nominating Committee with this in the bylaws?

- jj. Membership Committee – (*See*, Article 4, Section 4.3a.)
- kk. PETS- means President Elect Training Seminar
- ll. Public Image Committee – (*See*, Article 4, Section 4.3a.)
- mm. Rotary Year or Fiscal Year – means the Rotary International Year from July 1 – June 30, for financial purposes.
- nn. Rotary International, or “RI”, means the international organization of Rotary headquartered in Evanston, Illinois.
- oo. Rotary Youth Exchange (*See*, Article 5, Section 5.9.)
- pp. Rotary Youth Leadership Awards (“RYLA”) – means a Rotary sponsored Summer Leadership Camp offered to Middle School and High School students of all abilities.

ARTICLE 3.

MEMBERSHIP

- 3.1 All Rotary and Rotaract Clubs within District 5440, as designated by Rotary International, shall be members of ROTARY INTERNATIONAL DISTRICT 5440, INC.

Commented [KM2]: Thinking we need to add Rotaract Clubs since we're going to charge them dues.

ARTICLE 4

ADMINISTRATION

- 4.1 The administration of this organization shall be according to the Constitution and Bylaws of Rotary International, in particular ARTICLE 16 of the Bylaws of Rotary International (as printed in the current Editions of the Manual of Procedure), and according to these District 5440 Bylaws. Whenever any conflict may exist between these Bylaws and the Constitution and Bylaws of Rotary International, the Constitution and Bylaws of Rotary International shall take precedence and prevail.
- 4.2
 - a. The District Governor, being an officer of Rotary International (“RI”), and having been nominated by ROTARY INTERNATIONAL DISTRICT 5440, INC. and elected at an annual Convention of Rotary International, shall function under the general control and supervision of the RI Board of Directors. The Governor shall inspire and motivate the Clubs in the District. The Governor shall ensure continuity within the District by working with past, current, and incoming District leaders.
 - b. The District Governor, and the District Rotary Foundation Committee Chair (“DRFCC”) shall hold primary responsibility for District and Club qualification, implementation of the District Memorandum of Understanding and the proper implementation of Rotary Foundation grants. Specific duties of the DRFCC are enumerated in the most current version of the District Rotary Foundation Committee Manual.
- 4.3
 - a. ROTARY INTERNATIONAL DISTRICT 5440, INC. shall be governed by a Board of Directors, also known as the Executive Committee. The Executive Committee is comprised of the current Governor, the immediate Past District Governor, two Past

District Governors elected annually by the Executive Committee, the Chairman of the Council of Past Governors, District Governor Elect and District Governor Nominee. The Vice Governor, District Governor Designate (when selected), the Chair of the District Rotary Foundation Committee, the Chairs of the Membership Committee, Public Image Committee, District Training Committee, the District Treasurer and the Administrative Secretary shall serve as *ex-officio* members. All members of the Executive Committee shall be current members of Clubs within the District and willing to serve.

- b. The immediate Past District Governor shall serve as the Chair of the Executive Committee. The two Past District Governors selected by the Executive Committee shall serve staggered two (2) year terms by electing two Rotarians to one- and two-year staggered terms, respectively. The Chairman of the Council of Past Governors shall serve a renewable one (1) year term.
- 4.4 There shall be a Council of Past Governors comprised of all past District Governors of Rotary International residing in and currently a member of a Club within the District and desiring to participate. This group shall elect a Chairman for the ensuing Rotary Year at its last meeting of the preceding year. The role of the Council is to offer advice, counsel, and assistance upon request to the District Governor, the District Governor Elect, and the District Governor Nominee, on matters affecting the District as referred to them. Meetings of the Council shall also serve as an opportunity for the District Governor to inform members regarding any items of interest or news involving the District and/or Rotary International.
- 4.5 The District Governor, in consultation with the Executive Committee, shall select the District Treasurer.
- 4.6
 - a. All Officers of ROTARY INTERNATIONAL DISTRICT 5440, INC. shall be members in good standing in a member Club of the District.
 - b. The District Governor shall appoint all District Officers not specifically identified in the District Leadership Plan.
 - c. No Officer, except the District Governor Designate shall hold any other District Office except as provided in these Bylaws.
- 4.7 A District Leadership Plan shall be maintained for the use, benefit and information of all District Officers and Rotarians. The Plan, in addition to these Bylaws, shall be a primary and continuing source of uniform and consistent governance of ROTARY INTERNATIONAL DISTRICT 5440, INC. The Plan shall be reviewed annually by the first day of April of each year and revised as deemed necessary by the Executive Committee to provide useful guidance to District Officers in carrying out the District's functions and activities. Activities and responsibilities of District Officers and Committees shall be described in the District Leadership Plan.

ARTICLE 5.

FINANCES

- 5.1 A District Budget Fund shall be established for the administration and development of Rotary activities in the District as described in this Article. This Fund shall be developed through a per-capita levy on the Clubs in the District, plus any subsidy received from Rotary International. The total shall be sufficient to fund the activities of the District for the next

Rotary Year to include draws from District surplus accounts. A per-capita levy shall also be established to fund the PETS.

- 5.2 The annual District per-capita levies shall be paid by all Rotary Clubs in ROTARY INTERNATIONAL DISTRICT 5440, INC., to the District Treasurer based on the total of active and honorary members on the first day of July of each year as such totals are reported to Rotary International. These levies shall be paid no later than the thirtieth day of September of each year. Payment of the levies is mandatory. Upon notification by the District Governor that a Club has failed for more than six (6) months to pay its per-capita levies, that Club, in Rotary International by action of the Rotary International Board of Directors, is subject to suspension of Rotary International services and termination of membership.
- 5.3. Approval of the per-capita levies and the Budget for the following Rotary Year shall take place at the District PETS by a two-thirds (2/3) vote of the incoming Club Presidents in attendance at the PETS meeting.
 - a. No District Funds shall be under the control of a single individual.
 - b. The Annual Statement and Report of District Finances shall be presented to the following District Conference as well as to Club Presidents as required in Article 5, Section 5.7 of these Bylaws.
- 5.4. A District Contingency and Reserve Fund, ("Reserve Fund") shall be established and maintained by the District in an amount sufficient to defray unexpected expenses of the District. The minimum level of this Reserve Fund shall be Fifty Thousand and No/100 Dollars (\$50,000). Money in this Reserve Fund will be augmented by funds remaining from prior year's activities, including funds remaining from the District Conference. The Fund shall be managed by the District Executive Committee which shall be responsible for annually reviewing the Fund level and making adjustments, as appropriate, in the minimum maintenance level. Expenditures from the Reserve Fund shall be replaced with funds in succeeding year's Budgets to keep it at its approved minimum level. The District Governor, with concurrence of two thirds (2/3) of the members of the Executive Committee, shall determine if an emergency exists within the District, or within its operations or activities, that warrants an expenditure from the Reserve Fund. Expenditures from the Reserve Fund include but are not limited to the following:
 - 1) Funds for specific on-going District programs;
 - 2) Advance funds to establish the ensuing year's Budget when required by the District Governor-Elect and approved by the District Finance Committee;
 - 3) Funds needed to support special new District projects or programs, as proposed to the Executive Committee by a District Rotary Club or District Committee, with management and oversight of the funds by that Club or Committee;
 - 4) Funds required to pay for emergency and/or unforeseen needs.
- 5.5. a. **The District Finance Committee shall be comprised of six (6) members and shall consist of the Immediate Past District Governor, serving as Chair, one additional Past District Governor, the District Governor, District Governor Elect, District**

Governor Nominee, and one Past Club President. The District Treasurer shall serve as ex-officio member.

Commented [KM3]: Should we refer to the Leadership Plan or be this specific in the bylaws?

- b. At least sixty (60) days prior to the PETS, the District Finance Committee, and the District Governor Nominee (“DGN”) working with the District Governor Elect (“DGE”), shall prepare a proposed Budget for financing of District-sponsored projects and programs, and for administration and development of Rotary within the District for the next Rotary Fiscal Year. The proposed Budget shall be submitted to the Executive Committee for review, comment and recommendation for approval by the Clubs.
 - c. At least sixty (60) days prior to the PETS to coordinate with the preparation of the Budget, all District Committees that anticipate either income or expense, or that are requesting funds from the District Treasury, shall submit their proposed Committee budgets and fund requests to the DGN or at other times if so requested by the DGN.
 - d. The proposed Budget will be submitted to the Clubs within the District at least four (4) weeks prior to PETS and approved by two-thirds (2/3) of the incoming Presidents attending PETS.
 - e. The District Governor is responsible, with the assistance of the District Finance Committee, for the management of District funds including the current year’s Budget.
 - f. All recommendations of the District Finance Committee shall be approved by a majority vote of Committee members. The Executive Committee shall authorize expenditures of up to Ten Thousand and No/100 Dollars (\$10,000) from the District Reserve Fund for contingency or emergency requests in support of Rotary programs.
- 5.6. Prior to taking office, the District Governor Elect shall appoint a District Audit Committee for the ensuing year.
- 5.7. All District Committees which have either income or expense, or which have received funds from the District Treasury, shall make a complete itemized accounting of all income and expenses to the District Treasurer no later than the thirty-first day of August each year for the preceding Rotary Year.
- 5.8. Where funds are raised for specific purposes or for Youth Exchange, a separate budget and bank account may exist. At least quarterly, the Chair or Treasurer of that respective activity shall submit a financial report to the District Treasurer for inclusion in the District Financial Report.
- 5.9. When funds are to be solicited and accumulated from within the District for joint or multi-District meetings or projects, the proposed Budget of income and expenditures, including the level of involvement requested of Rotarians in ROTARY INTERNATIONAL DISTRICT 5440, INC., shall be prepared by the first day of February of each year, or thirty (30) days before the PETS, and submitted to the District Treasurer so that the information may be included in the Budget submitted to incoming Club Presidents at PETS.

ARTICLE 6.

MEETINGS

- 6.1 There shall be at least three (3) official ROTARY INTERNATIONAL DISTRICT 5440, INC. meetings held during any District Governor's term. They are the PETS, the District Assembly, and the District Conference. Other District wide meetings may be scheduled by the District Governor.
- 6.2 All District-wide meetings and trainings shall be financed through registration fees paid by the participants, with supplementary District Funds made available only when budgeted for that specific purpose. It shall not be the purpose of these meetings to produce a profit or surplus. Rather, it shall be the purpose of the meetings to operate on the lowest feasible registration fee so as to encourage the widest possible attendance at such meetings.
- 6.3 A learning and training program for Presidents-Elect in our District will be provided annually and described in the District Leadership Plan.

ARTICLE 7.

COMMITTEES

- 7.1 The duties and responsibilities of all Committees of District 5440 are enumerated in the District Leadership Plan including those required by Rotary International.
- 7.2 a. The District Governor shall appoint all District Committee Chairs.
- b. The DRFCC is appointed by, with input from the District, and is responsible to the Rotary Foundation Board of Directors, is responsible for same and can be removed for cause by The Rotary Foundation Board of Directors.

ARTICLE 8.

SELECTION OF THE DISTRICT GOVERNOR

- 8.1 The District Governor Nominee or Nominee Designate shall be selected by a District Nominating Committee in accordance with Article 14 of the Bylaws of Rotary International. The Nominating Committee shall consist of five (5) immediate Past District Governors and two (2) Rotarians, who are not Past District Governors, should have served as Club President, residing in and members in good standing of Clubs within the District and willing to serve in this capacity. The most senior Past District Governor in term of service shall serve as Chair. The Committee will act only with at least five (5) of the seven (7) members in attendance.
- 8.2 ROTARY INTERNATIONAL DISTRICT 5440, INC. shall select its District Governor Nominee during the second year before the year in which the Governor will serve. In addition, a District Governor Designate may also be selected during the third year before the year of service.
- 8.3 a. The Nominating Committee shall convene in the Fall of each year to begin an active search to find the best qualified candidates for District Governor Nominee or District Governor Designate to be completed no later than March 1, of the following year.
- b. The District Governor shall be notified of the selection immediately thereafter.

- c. All persons whose names were submitted will be notified by the Chair as to the selection made by the Nominating Committee.
- d. The District Governor shall then publish to the Clubs of the District the name and Club of the selected District Governor Nominee or District Governor Designate and shall certify the name of the District Governor Nominee or District Governor Designate to the General Secretary within ten (10) days after such nominee has been declared the District Governor Nominee or District Governor Designate.
- e. If it is determined that an incoming District Governor Elect, District Governor Nominee, or District Governor Designate, cannot serve for any reason, or if a nominated Governor cannot serve for any reason before his or her election at the Rotary International Convention, or, if after the International Convention, the President of Rotary International acts for cause and disqualifies either the current District Governor or the Nominee candidate, the District shall proceed in conformity with Rotary International Bylaws.

ARTICLE 9.

VOTING

- 9.1 a. In all matters that require a vote at the District Assembly or the District Conference, or by mail, or otherwise, voting shall be as outlined in the Bylaws of Rotary International.
- b. Voting for the Council on Legislation and RI Director Selection Committee representatives shall occur at the specified District Conference, or as separately scheduled in person or electronically.
- c. In any matters where Rotary International may require a different method of voting, the requirements of Rotary International shall be followed.

Commented [KM4]: Does this allow us to use Nominating Committee structure for selection of our Rep to COL? (also see RI Bylaws. If so, no additional changes needed.

ARTICLE 10.

CHANGES AND AMENDMENTS TO THE BYLAWS OF ROTARY INTERNATIONAL DISTRICT 5440, INC.

- 10.1 Amendments to these Bylaws may be proposed by any Rotary Club in ROTARY INTERNATIONAL DISTRICT 5440, INC., the District Bylaws Committee, or the District Executive Committee. Suggestions from individual Clubs must be in writing and, while they can be initiated and sent to the District Governor at any time, they must be received by the District Governor not less than ninety (90) days prior to the scheduled District Conference or, they will be considered the following year. The District Governor shall formalize such suggestions and forward them to the District Bylaws Committee for review and comment, following which they will be sent to the District Executive Committee. After these reviews, the District Governor shall send a copy of the proposed changes, along with the Executive Committee's recommendations to the Clubs of the District, not less than four (4) weeks prior to the District Conference. The proposed changes shall be submitted for consideration at the District Conference and must be approved by two-thirds (2/3) of the Clubs present.
- 10.2 To assure continuity the Bylaws Committee shall be comprised of three (3) Past District Governors serving three-year staggered terms meaning one, two and three year staggered terms, respectively, and two (2) Rotarians who are not PDGs but who have served as Club Presidents serving staggered two (2) year terms by electing two Rotarians to one and two year

staggered terms, respectively. Each incoming Governor, before taking office, shall select one (1) Past District Governor to serve a three-year term, and one (1) Past Club President. Any vacancies on the Committee shall be filled by the Executive Committee.

ARTICLE 11.

GENERAL

- 11.1 These Bylaws provide continuity in the operation of ROTARY INTERNATIONAL DISTRICT 5440, INC., as well as provide for the protection and proper use of funds which have been provided by the Rotarians and Clubs in ROTARY INTERNATIONAL DISTRICT 5440, INC.

CERTIFICATE OF ADMINISTRATIVE SECRETARY

I, the undersigned, do hereby certify I am the duly appointed and acting Administrative Secretary of ROTARY INTERNATIONAL DISTRICT 5440, INC., and that the foregoing Amended and Restated Bylaws, comprising ten (10) pages, constitute the Amended and Restated Bylaws of said District, as duly adopted by the duly appointed delegates of the Clubs at the District Conference on the 13th day of June, 2025.

IN WITNESS THEREOF, I have hereunto subscribed my name this 13th day of June, 2025.

Kellie Kegerreis

Kellie Kegerreis, Administrative Secretary